

**BY-LAWS
OF HIDDEN SPRINGS
PROPERTY OWNERS ASSOCIATION, INC.**

Edited April 17, 2007

ARTICLE I.

The name of the corporation is Hidden Springs Property Owner's Association, Inc., hereinafter referred to as the "Association". Meetings of members and directors may be held at such places within the State of Wisconsin as may be designated by the Board of Directors.

ARTICLE II.
DEFINITIONS

Section 1: "Association" shall mean and refer to Property Owner's Association, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4: "Lot" and "Outlot" shall mean and refer to any plot of land designated as a "Lot" or "Outlot" upon any recorded municipal or other governmental subdivision map of the properties.

Section 5: "Owner" shall mean and refer to every person or entity who is the beneficial owner of a fee or undivided fee interest in any lot including contract buyers, but excluding those having such interests merely as security for the performance of an obligation.

Section 6: "Members" shall mean and refer to all those persons, defined to be eligible for membership as described in the Articles of Incorporation.

Section 7: "Members in good standing" means all dues are current and there are no outstanding dues or liens that have been initiated by the Hidden Springs Property Owners Association against the property.

ARTICLE III. MEETINGS

Section 1: Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association at a date and at the time determined by the initial Board of Directors, and subsequent annual meetings shall be held at a time determined by the board, with a minimum of twenty (20) days' notice given to members.

Section 2: Special Meetings. Special meetings of the members may be called any time by the president or by the board of directors, or by 1/20th of the members. Special meetings may include either in-person voting, or absentee vote-by-mail, with all voting being properly authenticated by the HSPOA secretary, including any proxy voting or member-signed vote-by-mail. Only special meetings which have been properly published under the guidelines or Article III, Section 3 will be allowed to include "vote-by-mail" as an alternative to in-person or proxy voting.

Section 3: Notice of meetings. Written notice of each meeting of the members shall be given by or at the direction of the secretary or person authorized to call the meetings, by posting a notice on the HSPOA message board, the HSPOA website, or by mailing a copy of such notice, postage prepaid, at least twenty (20) days before such meeting to each member entitled to vote thereat, addressed to the members address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, date and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. In the case of a special meeting, instructions for voting-by-mail, if to be allowed, are to be clearly defined, to provide members with an unambiguous statement of the proposal(s) to be considered for voting, and the deadline for votes to be returned. The members' votes must be tallied as "in favor," "against," or "abstained," for each issue, with the results of the vote(s) being published by the HSPOA secretary within twenty (20) days after the date of the previously-announced "close of voting" date.

Section 4: Quorum. The presence at the meeting of the members entitled to cast, or of proxies entitled to cast, a majority of the entire number of votes entitled to be cast ($=50\% + 1$) shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If however, such quorum shall not be present or represented at any meeting the members entitled to vote thereat shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum as aforesaid shall be present or be represented.

Section 5: Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease after 6 months. Each lot is allowed one vote and the use of proxies cannot be used to increase the number of people voting for that lot.

ARTICLE IV.
BOARD OF DIRECTORS, SELECTION & TERM OF OFFICE

Section 1: Number. The affairs of this Association shall be managed by a Board of 5 directors, whom shall be “members in good standing” of this association.

Section 2: Term of Office. Annually, at the time and in the manner provided in these By-Laws, the members shall elect directors to replace the directors whose terms of office are expiring. Each director so elected shall serve for a term of three (3) years or until their successor has been selected.

Section 3: Vacancy. In the event of the death, resignation or removal of a director, their successor shall be selected by the remaining members of the Board, and shall serve for the unexpired term of their predecessor.

Section 4: Compensation. No director shall receive compensation for any service they may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of their duties.

Section 5: Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting in which they could take at a meeting by obtaining the written majority approval of all the directors. Any such action or approval shall have the same effect as though taken at a meeting of the directors. The directors have the right to spend up to 25% of the annual dues collected for a single project at one time without association members’ approval, provided such expenditure is supported by written documentation, and filed with the HSPOA Secretary. This percentage can be modified by simple majority vote of members in attendance (including any proxy votes) at the annual meeting, and once modified by membership approval, becomes “in effect” once listed in the “statement of fees” published by the HSPOA Secretary.

ARTICLE V.
NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nominations. Nominations and elections to the Board of Directors shall be made by open announcement, and by majority vote of the members present at the annual meeting of the Association.

Section 2: Elections. Elections to the Board of Directors shall be made by written ballots and by majority vote of the members present or their duly filed proxy at the annual meeting of the Association.

ARTICLE VI.

MEETINGS OF DIRECTORS

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, requiring advance notice, at such place and hour as may be fixed from time to time by resolution of the Board. Notice must be given to association members at least 10 days prior to meeting. Meetings will be open to member attendance. Notification will be made via posting on the HSPOA announcement board on the beach lot.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any three (3) directors. Special meetings of the board of directors may take place either in-person, or via vote-by-mail, with votes to be properly authenticated and recorded by the HSPOA Secretary.

Section 3: Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board. Board votes made via vote-by-mail require a majority of the directors either voting in person or by mail to pass, with all votes tallied as “in favor,” “against,” or “abstain.”

ARTICLE VII.

POWER AND DUTIES OF THE BOARD OF DIRECTORS and OFFICERS

Section 1: Powers. The Board of directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas, Outlots and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- (b) Suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and the Articles of Incorporation.
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from meetings of the Board of Directors; and
- (e) Employ a manager, as an independent contractor, as they deem necessary, without implied employment relationship nor employment-related benefits, and require independent contractors to provide their own indemnification and liability insurance while acting on behalf of Hidden Springs Property Owners Association.

Section 2: Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;
- (b) Supervise all officers, agents and contractors of the Association, and to see that their duties are properly performed;
- (c) Fix the amount of dues and annual assessments against each lot. Annual dues are payable each year before the end of the Annual Meeting.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessments or dues have been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) Cause the common area and Outlots to be maintained;
- (h) Vary the amount of the annual dues by not to exceed fifteen percent (15%) in any one (1) year without the approval of the members. The Board may vary the amount of annual dues by more than fifteen percent (15%) only when authorized by a majority vote of the members in attendance or their proxies duly filed at the annual meeting of the members.
- (i) Disclose any potential "conflict of interest" in conducting business on behalf of the HSPOA. Disclosure shall be in writing, and a "statement of compliance" with this policy will be filed with the HSPOA Secretary, and made available to members on written request. This policy applies to any member of the Board, since the Board has authority to make decisions, expend resources and form legal agreements.
- (j) Inform members of their responsibility to abide by local ordinances, regarding noise, fireworks, dogs, weeds, etc.
- (k) Periodically appoint a committee of members of the Association in good standing for the purpose of auditing the financial records of the association

Section 3: Enumeration of Officers. The officers of this Association shall be president and vice president, who shall at all times be members of the Board of Directors, a secretary and a treasurer and such other officers as the Board may from time to time by resolution create. All officers shall be members of the Association.

Section 4: Election of Officers. The election of the officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 5: Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless they shall sooner resign, be removed, or otherwise disqualified to serve. There is no limit on the number of terms an officer may serve if they choose to run for reelection.

Section 6: Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 7: Resignation and Removal. Any board member may be removed from office for cause by a majority of members of the Association. Any officer may resign at any time, giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 8: Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 9: Multiple Offices. The offices of secretary and treasurer may be held by the same person. The holders of the offices of the President *or* Vice President are not allowed to simultaneously hold more than that one office.

Section 10: Duties. The duties of the officers are as follows:

PRESIDENT

(a) The President shall at all meetings of the Board of Directors, see that all orders and resolutions of the Board are carried out, shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

VICE-PRESIDENT

(b) The Vice-president shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act and shall exercise and discharge such other duties as may be required of him/her by the Board.

SECRETARY

(c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Association together with their address and shall perform such other duties as required by said Board.

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; keep proper books of account and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members. The Treasurer will report the current delinquencies as of the day of the annual meeting. The report will include the lot number and the amount of the delinquency. The Treasurer may designate any board member to act in their stead.

Officers-at-Large

(e) Those members of the Board of Directors not holding other office, such as President or Vice-President, will be recognized as “Officers-at-Large,” with responsibility to assist in administering the work of the Board. Officers-at-Large are expected to conduct themselves in an advisory role, assuring the best interests of HSPOA owners, and act as advocates for the HSPOA members in conducting business of the Board.

ARTICLE VIII. **COMMITTEES**

The Board will establish two types of Committees, “standing committees” and “ad hoc committees.” Standing committees are intended to be permanent committees, while ad hoc committees may be convened for specific purposes and disbanded when their assigned work has been completed. All committee members must be members in good standing as defined in Article II of this document.

The Association, via the Board, shall appoint a standing Architectural Review Committee to exercise the architectural review functions as provided in the Covenants, and with powers, duties and responsibilities as defined in the Architectural Review Committee “charter” document, on file with the HSPOA Secretary. **Note: All HSPOA members are bound by the current version of the guidelines as listed in the Architectural Committee Charter.**

The Association, shall elect a standing Conservation Committee, to manage the stocking and support of fish and fish habitat, weed control within and around the lake, to recommend rules for boating and other conservation and environmental support functions, with powers, duties and responsibilities as defined in the Conservation Committee “charter” document on file with the HSPOA Secretary. **Note: All HSPOA members are bound by the current version of the guidelines as listed in the Conservation Committee Charter.**

The Association shall elect a standing Administrative Advisory Committee, to perform periodic review of By-Laws, Covenants and other policy-making efforts, with powers, duties and responsibilities as defined in the Administrative Advisory Committee “charter” document, on file with the HSPOA Secretary.

Committee members are expected to disclose any potential “conflict of interest” in promoting business on behalf of the HSPOA. The conflict of interest policy applies to the Board, since the Board has authority to make decisions, expend resources and form legal agreements. Committee members, as advisors, do not have authority to perform any final decision-making, expend financial resources or execute legal agreements, but are expected to be forthcoming in declaring any existing or potential business relationships, before recommending any particular course of action to the Board for final decision and action.

All committee actions, recommendations and other Committee business conducted on behalf of Hidden Springs Property Owners’ Association are to be documented in writing and recorded by the Secretary, for inclusion into the permanent records of the HSPOA.

ARTICLE IX.
BOOKS AND RECORDS

The books, records and papers of the Association shall upon reasonable notice, be subject to inspection by any member. The Covenants, the Articles of Incorporation and the By-Laws shall be available for inspection by any member, through request to the HSPOA Secretary. If requested, copies of the above documents will be provided at the requesting member's expense.

All transactions shall be done in writing, such as: permissions, denials, approvals, and appeals. The written transactions are not considered to be "in effect" until received by the HSPOA Secretary. The Secretary will acknowledge, at the time of filing, that all documentation is properly filed, before accepting written documents as "final."

Only Board of Directors' actions, Committee actions and required reports shall be kept on file by the Secretary as "official records." Additional documentation or reference material, which may be supplementary in nature, is not to be kept as part of the permanent record, unless required by State statute or County ordinance.

ARTICLE X.
DUES AND ASSESSMENTS

Each member is obligated to pay the Association all dues and assessments made against them. Any dues or assessments which are not paid when due shall be delinquent and shall be assessed the posted late fee. Annual dues will be considered delinquent the day following the annual meeting of the members. A current "Statement of Fees" shall be published, disclosed and available at each annual meeting. Dues and assessments will be cumulative and members will be notified in writing before a lien against the property will be executed. Liens will be executed as needed and published annually, as part of the annual report.

ARTICLE XI.
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Hidden Springs Property Owner's Association, Inc.

ARTICLE XII.
AMENDMENTS

Section 1: These By-Laws may be amended at a regular or special meeting of the members, by vote of a two-thirds (2/3) majority of a quorum of members, including current members in good standing present at the meeting in person or by authorized, written proxy. In the event a special meeting to amend By-Laws is called, voting may also take place by mail, with votes being properly authenticated by the HSPOA Secretary, with a 2/3 majority of members in good standing required to pass proposed amendments.

Section 2: In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

ARTICLE XIII.
FISCAL YEAR

The fiscal year of the Association shall begin on the first day of May and end on the 30th day of April every year.

ARTICLE XIV.
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws, Covenants and any special rules of order the Association may adopt.